

## **EXHIBIT 3**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

NINETY-EIGHTH MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	December 1, 2013 through December 31, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$108,016.20
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	(\$1,618.76)

This is a:     XX     monthly     interim     final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 - 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	\$65,693.98	\$276.11
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	\$67,685.32	\$7,598.67
10/19/12	6/1/12 – 6/30/12	\$ 100,573.94	\$ 56.90	\$ 100,573.94	\$ 56.90
10/19/12	7/1/12 – 7/31/12	\$126,281.50	\$358.82	\$126,281.50	\$358.82
10/19/12	8/1/12 – 8/31/12	\$ 86,536.12	\$ 279.07	\$ 86,536.12	\$ 279.07
11/20/12	9/1/12 – 9/30/12	\$118,060.38	\$ 471.15	\$118,060.38	\$ 471.15
12/6/12	10/1/12 – 10/31/12	\$ 73,142.76	\$ 2,866.15	\$ 73,142.76	\$ 2,866.15
1/15/13	11/1/12 – 11/30/12	\$65,594.62	\$ 3,333.31	\$65,594.62	\$ 3,333.31
2/4/13	12/1/12 – 12/31/12	\$ 51,747.70	\$ 84.79	\$ 51,747.70	\$ 84.79
5/21/13	1/1/13 – 1/31/13 (Amended)	\$ 72,915.30	\$ 370.59	\$ 72,915.30	\$ 370.59
3/22/13	2/1/13 – 2/28/13	\$ 56,287.35	\$ 378.50	\$ 56,287.35	\$ 378.50
5/7/13	3/1/13 – 3/31/13	\$ 52,251.30	\$1,406.51	\$ 52,251.30	\$1,406.51
6/6/13	4/1/13 – 4/30/13	\$ 57,437.55	\$ 278.04	\$ 57,437.55	\$ 278.04
7/12/13	5/1/13 – 5/31/13	\$53,474.85	\$ 26.82	\$53,474.85	\$ 26.82
8/6/13	6/1/13 – 6/30/13	\$46,882.80	\$ 1,192.15	\$46,882.80	\$ 1,192.15
9/13/13	7/1/13 – 7/31/13	\$81,002.70	\$ 177.53	Pending	Pending
10/21/13	8/1/13 – 8/31/13	\$ 60,075.00	\$ 980.64	Pending	Pending
11/6/13	9/1/13 – 9/30/13	\$ 47,064.15	\$ 2,748.83	Pending	Pending
12/17/13	10/1/13 – 10/31/13	\$ 70,049.70	\$ 1,607.67	Pending	Pending
12/27/13	11/1/13 – 11/30/13	\$70,121.25	\$9.38	Pending	Pending

### B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$545.00	133.80	\$72,921.00
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$750.00	24.40	\$18,300.00
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$365.00	36.10	\$13,176.50
Laura K. McAfee	Principal; Joined Firm 1995; Member MD Bar since 1991	\$535.00	0.70	\$374.50

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

David A. Barker	Principal; Joined Firm 2005; Member MD Bar since 2002	\$525.00	9.00	\$4,005.00
Tracy Horch	Paralegal	\$205.00	24.40	\$5,002.00
Gina Ecolino	Paralegal	\$205.00	2.80	\$574.00
Meghan Grissler	Paralegal	\$205.00	13.00	\$2,665.00
Jonathan Z. Cannon	Senior Counsel; Joined Firm 1975; Member of DC Bar since 1975	\$750.00	4.00	\$3,000.00

Fees: \$ 120,018.00  
 Less 10% Discount: (\$12,001.80)  
 Total Fees: \$ 108,016.20  
 Total Hours: 248.20  
 Blended Rate: \$ 436.00

#### TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	248.20	\$108,016.20

#### EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Photocopying	@ 0.10 per page	\$68.00
Postage		\$23.59
Long Distance Telephone		\$30.65
Miscellaneous	Reimbursement for overpayment of FOIA requests.	(1,741.00)

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period December 1, 2013 through December 31, 2013, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$108,016.20 and actual and necessary expenses in the amount of (\$1,618.76) for a total allowance of \$106,397.44 and payment of \$86,412.96 (80% of the allowed fees) and reimbursement of (\$1,618.76) (100% of the allowed

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

expenses) be authorized for a total payment of \$84,794.20 and for such other and further relief as this Court may deem just and proper.

Dated: February 18, 2014

BEVERIDGE & DIAMOND, P.C.

A handwritten signature in cursive script, appearing to read 'Pamela D. Marks', is written over a horizontal line.

Pamela D. Marks

201 N. Charles Street, Suite 2210

Baltimore, MD 21201

Telephone: 410-230-1315

Facsimile: 410-230-1389

Counsel for Debtors and Debtors in Possession

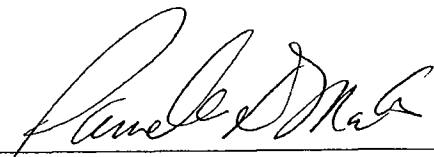
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

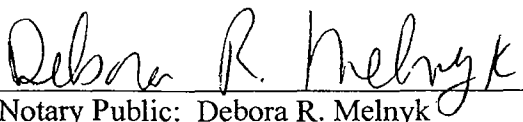
a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..

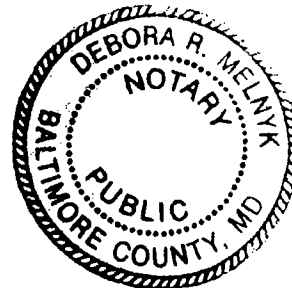
b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 18 day of February, 2014.

  
Notary Public: Debora R. Melnyk  
My Commission Expires: May 27, 2017





IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(IRIS)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

January 29, 2014  
Client/Matter # 01246-015172  
Invoice # 158389  
Federal ID# 52-1247549

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For Legal Services Rendered Through 12/31/13 in Connection With:

IRIS

12/02/13	K. Bourdeau	C300	0.50	E-mail communications re recent developments.
12/02/13	K. Bourdeau	C300	0.20	Telephone conference with P. Marks re tasks and issues.
12/02/13	P. Marks	C300	0.20	Follow-up task planning telephone conference with K. Bourdeau.
12/02/13	P. Marks	C300	0.50	Review draft correspondence and comments and send revision to H. Feichko.
12/02/13	P. Marks	C300	0.40	Summary emails to team re new data and updated strategy memorandum.
12/02/13	J. Lanham	C300	0.50	Conferences with P. Marks and L. Ross (EPA).
12/03/13	K. Bourdeau	C300	0.50	Review revised letter and provide comments thereon and communications re new developments.
12/03/13	P. Marks	C300	0.90	FOIA litigation correspondence and review draft motion and prepare correspondence.
12/03/13	P. Marks	C300	0.50	Telephone conference with H. Feichko re FOIA litigation.
12/03/13	P. Marks	C300	0.50	Confer with consultants re data question re FOIA litigation.

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12/03/13	D. Barker	C300	1.70	Follow up on settlement plan and schedule, review materials and responses re potential problems with data and draft joint motion for stay.
12/03/13	J. Lanham	C300	2.30	Email communications and telephone conference with A. Schmitt (Department of Justice) re settlement, communications with P. Marks re same, and prepare motion for court re same.
12/04/13	D. Barker	C300	0.40	Follow up on timing and strategy for data review and stay.
12/04/13	J. Lanham	C300	1.50	Email communications and telephone conference with A. Schmitt re settlement, communications with P. Marks re same, and prepare motion for court re same.
12/05/13	K. Bourdeau	C300	0.60	Participate in status/strategy conference call.
12/05/13	K. Bourdeau	C300	0.80	Conference with J. Gledhill and review document.
12/05/13	P. Marks	C300	1.20	Telephone conference with H. Feichko and outside organization re issues.
12/05/13	P. Marks	C300	0.60	Team weekly update.
12/05/13	P. Marks	C300	0.40	Address FOIA settlement issues.
12/05/13	D. Barker	C300	0.40	Edit stay motion and follow up re timing and scheduling issues.
12/05/13	J. Lanham	C300	1.00	Communications with client, P. Marks, and A. Schmitt re settlement.
12/06/13	P. Marks	C300	0.50	Telephone conference with H. Feichko and consultant re coordinating tasks.
12/06/13	P. Marks	C300	0.70	Telephone conference with H. Feichko re tasks and strategy.
12/06/13	P. Marks	C300	1.70	Telephone conference with H. Feichko, R. Finke and J. Lanham re FOIA strategy memorandum and discussion points, and brief follow-up telephone conference with D. Barker and J. Lanham re same and task assignments.
12/06/13	P. Marks	C300	0.50	Review FOIA information and emails and telephone conference re same.

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12/06/13	P. Marks	C300	0.50	Telephone conference with K. Bourdeau re strategic issues.
12/06/13	D. Barker	C300	1.10	Review data production and materials, conference with P. Marks and J. Lanham re same, and finalize and file motion for stay.
12/06/13	J. Lanham	C300	3.50	Communications with client, P. Marks, D. Barker, and A. Schmitt re settlement and review materials provided in response to settlement agreement.
12/06/13	G. Ecolino	C300	1.70	Review and manage file, circulate filings to team, and update reset deadlines in docket control.
12/09/13	P. Marks	C300	1.00	Conference with consultant re strategic issues.
12/09/13	P. Marks	C300	1.80	Evaluation of data, coordination with J. Lanham and consultants re same, and emails with client re same.
12/09/13	D. Barker	C300	0.50	Follow up on questions raised re data produced by ATSDR.
12/09/13	J. Lanham	C300	1.00	Communications with P. Marks, consultant, and A. Schmitt re data provided for settlement.
12/09/13	J. Lanham	C300	1.30	Research and prepare appeal.
12/09/13	G. Ecolino	C300	0.30	Review and manage file.
12/10/13	P. Marks	C300	1.00	Coordinate with consultants re strategy and assess same in light of EPA IRIS presentations.
12/10/13	P. Marks	C300	0.30	Coordinate with client re scheduling.
12/10/13	J. Lanham	C300	6.00	Research and prepare FOIA appeal.
12/11/13	K. Bourdeau	C300	0.50	Review draft strategic memorandum and provide comments on same.
12/11/13	P. Marks	C300	2.00	Prepare FOIA appeal and conference with J. Lanham re same.
12/11/13	P. Marks	C300	0.50	Email exchanges with consultant re FOIA litigation data.
12/11/13	P. Marks	C300	0.60	Review FOIA response and evaluate and coordinate with J. Lanham re same.
12/11/13	P. Marks	C300	0.60	Review data in Excel format from consultant.

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12/11/13	P. Marks	C300	0.70	Coordinate with consultants and client re evaluation of technical issue.
12/11/13	D. Barker	C300	1.10	Review FOIA appeal re Lockey data and follow up on issues with data re data request.
12/11/13	J. Lanham	C300	1.00	Communications with P. Marks, consultant, and A. Schmitt re data provided for settlement.
12/11/13	J. Lanham	C300	2.50	Research and prepare FOIA appeal.
12/12/13	K. Bourdeau	C300	0.50	E-mail communications with P. Marks re strategy.
12/12/13	P. Marks	C300	0.80	Weekly client call.
12/12/13	P. Marks	C300	0.80	Telephone conference with L. Duff re strategy issues.
12/12/13	P. Marks	C300	3.20	Coordinate with consultants to understand FOIA lawsuit data issues and review same and work with J. Lanham re same.
12/12/13	P. Marks	C300	1.20	Prepare EPA FOIA appeal.
12/12/13	D. Barker	C300	2.10	Prepare FOIA appeal re Lockey data.
12/12/13	J. Lanham	C300	5.00	Communications with P. Marks, R. Finke, and consultants re data provided for settlement and review of data provided for settlement.
12/12/13	J. Lanham	C300	3.00	Research and prepare FOIA appeal and communications re same.
12/13/13	P. Marks	C300	1.30	Coordinate with consultants re settlement terms.
12/13/13	P. Marks	C300	0.80	Organize needed calls and meetings re path forward on FOIA and communications issues.
12/13/13	P. Marks	C300	0.70	Other tasks re EPA FOIA appeal issues and conference with J. Lanham re same.
12/13/13	J. Lanham	C300	2.50	Prepare and file FOIA appeal and communications re same.
12/16/13	K. Bourdeau	C300	0.80	Conference with P. Marks, L. Duff, and H. Feichko re strategy.
12/16/13	P. Marks	C300	0.60	Follow-up telephone conference with L. Duff re strategy.

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12/16/13	P. Marks	C300	0.40	Coordinate with consultants re technical/guidance issue.
12/16/13	P. Marks	C300	2.40	Evaluate FOIA litigation correspondence, coordinate with consultants and clients re same, and prepare responses re same.
12/16/13	P. Marks	C300	0.80	Telephone conference with L. Duff, H. Feichko and K. Bourdeau re strategy.
12/16/13	D. Barker	C300	0.70	Follow-up re tasks re data discrepancies and issues.
12/16/13	J. Lanham	C300	0.50	Email communications with P. Marks and D. Barker re settlement discussions with Department of Justice.
12/17/13	P. Marks	C300	2.30	FOIA issues and telephone conference with consultant re data received, potential use of data, and whether settlement obligations were met, and follow-up evaluation re correspondence and data.
12/17/13	P. Marks	C300	0.40	Direct staff re exhibits.
12/17/13	J. Lanham	C300	0.50	Email communications with A. Schmitt re settlement.
12/18/13	P. Marks	C300	0.40	Review information from consultant re ATSDR data usage and correspondence re same.
12/18/13	P. Marks	C300	2.20	Review FOIA settlement status, and conference with J. Lanham re same, and telephone conferences with H. Feichko and R. Finke re whether to dismiss case.
12/18/13	P. Marks	C300	0.50	Evaluate email from A. Schmitt and prepare response re settlement.
12/18/13	P. Marks	C300	1.40	Prepare for strategy meeting.
12/18/13	D. Barker	C300	0.40	Review and edit email re settlement and stipulation of dismissal, and follow-up tasks re same.
12/18/13	J. Lanham	C300	1.50	Communications with P. Marks, D. Barker, H. Feichko, and R. Finke re settlement and prepare emails re same.
12/19/13	K. Bourdeau	C300	2.50	Attend strategy session meeting and follow-up with P. Marks re same.

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12/19/13	P. Marks	C300	5.50	Conference with client team and associated pre- and post meeting preparation and evaluation with L. Duff and individual conferences with consultant and K. Bourdeau re tasks.
12/19/13	P. Marks	C300	0.90	Review and evaluate information from consultants, and follow-up emails re same.
12/20/13	K. Bourdeau	C300	0.30	Review L. Duff list of action items and provide comments thereon.
12/20/13	P. Marks	C300	1.40	Telephone conference with L. McAfee re EPA program and interrelationship of air issues, evaluate same and telephone conference with L. Duff and H. Feichko re summary of same.
12/20/13	P. Marks	C300	0.90	Telephone conference with L. Duff and H. Feichko re tasks.
12/20/13	P. Marks	C300	0.70	Coordinate with consultants re technical issues.
12/20/13	L. McAfee	C300	0.70	Research, emails, and discussion with P. Marks re air issues.
12/20/13	D. Barker	C300	0.60	Finalize and file stipulation of dismissal and follow-up re same.
12/20/13	G. Ecolino	C300	0.30	Review and manage file.
12/23/13	P. Marks	C300	3.20	Prepare petition exhibits, work with staff re preparing same, and telephone conference with K. Bourdeau re tasks.
12/23/13	P. Marks	C300	0.30	Coordination with outside entity.
12/23/13	P. Marks	C300	2.70	Prepare summary of talking points.
12/26/13	K. Bourdeau	C300	2.30	Communications with P. Marks re related issues and review documents re same.
12/26/13	P. Marks	C300	1.40	Prepare talking points and Appendix A, and coordinate with K. Bourdeau re input on same.
12/26/13	P. Marks	C300	2.90	Evaluate comments and revise talking points and send to client team.
12/26/13	P. Marks	C300	2.00	Review FOIA production.
12/27/13	K. Bourdeau	C300	1.00	Conference with L. Duff, P. Marks, and outside commenter and follow-up conferences with P. Marks, and with L. Duff and P. Marks.



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12/27/13	P. Marks	C300	4.50	Review FOIA production.
12/27/13	P. Marks	C300	3.40	Telephone conference with L. Duff and K. Bourdeau re recommendations re focused requests and begin to assess same.
12/28/13	K. Bourdeau	C300	0.30	Review document.
12/29/13	P. Marks	C300	2.50	Review FOIA produced documents and evaluate use of same.
12/30/13	K. Bourdeau	C300	2.50	Numerous e-mail exchanges with P. Marks, review of documents forwarded by P. Marks and conference with P. Marks re same.
12/30/13	K. Bourdeau	C300	1.50	Review revised talking points and related strategy documents and provide comments to P. Marks re same.
12/30/13	P. Marks	C300	6.70	Complete review of documents produced by EPA and preliminary selection of candidates for expert review on several technical issues, confer with J. Lanham re same, direct staff re same and emails to client team and K. Bourdeau re same.
12/30/13	J. Lanham	C300	2.50	Research and prepare documents.
12/30/13	G. Ecolino	C300	0.50	Update pleadings binders.
12/31/13	K. Bourdeau	C300	2.00	Participation in Grace conference call.
12/31/13	P. Marks	C300	0.70	Assess potential use of selected documents (from FOIA production) and send R. Medler copies for input.
12/31/13	P. Marks	C300	3.30	Prepare talking points and associated documents, and incorporate edits from client team re same.
12/31/13	P. Marks	C300	2.00	Telephone conference with R. Medler, L. Duff, R. Finke, H. Feichko and K. Bourdeau re talking points, tasks, telephone conference with outside commenter and documents obtained via FOIA request.

Total Hours : 148.20

Total Fees : \$75,856.00

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	16.80	\$750.00	\$12,600.00
P. Marks	82.80	\$545.00	\$45,126.00
L. McAfee	0.70	\$535.00	\$374.50
D. Barker	9.00	\$445.00	\$4,005.00
J. Lanham	36.10	\$365.00	\$13,176.50
G. Ecolino	2.80	\$205.00	\$574.00

Total Fees : \$75,856.00

10% Discount : (7,585.60)

Total Fees Due : \$68,270.40

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	148.20	\$75,856.00
Total	148.20	\$75,856.00

Total Fees : 148.20 \$75,856.00

10% Discount : (7,585.60)

Total Fees Due : \$68,270.40

Summary by Disbursement Codes :

		Bill Amount
A10	Miscellaneous	(\$1,741.00)
E105	Telephone	\$30.65

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E108	Postage	\$3.36
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Total Disbursements :	(\$1,706.99)
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TOTAL DUE :	\$66,563.41
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# **EXHIBIT B**

**(Petition)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

January 29, 2014  
Client/Matter # 01246-015504  
Invoice # 158390  
Federal ID# 52-1247549

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For Legal Services Rendered Through 12/31/13 in Connection With:

Petition

12/02/13	J. Cannon	C300	4.00	Review and discuss petition with K. Bourdeau and P. Marks.
12/02/13	K. Bourdeau	C300	0.70	Conference with P. Marks and J. Cannon re comments on petition and path forward re same.
12/02/13	P. Marks	C300	0.70	Telephone conference with J. Cannon and K. Bourdeau re draft petition.
12/02/13	P. Marks	C300	3.20	Prepare petition to address comments.
12/03/13	P. Marks	C300	1.80	Prepare petition (add reference information).
12/04/13	P. Marks	C300	3.60	Review Petition to address feedback and to fill citation gaps.
12/05/13	P. Marks	C300	1.20	Conference with T. Horch re documents and exhibits and telephone conference with M. Grissler re proof reading.
12/05/13	P. Marks	C300	2.70	Prepare petition with J. Cannon suggestions.
12/05/13	M. Grissler	L140	5.30	Proofread and cite-check petition.
12/05/13	T. Horch	L140	2.50	Meeting with P. Marks and perform tasks re same.

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12/06/13	K. Bourdeau	C300	2.50	Review and revision of portions of petition revised in response to comments and conference with P. Marks re various issues related to petition and path forward.
12/06/13	P. Marks	C300	0.30	Coordinate staff support activities.
12/06/13	M. Grissler	L140	4.50	Proofread and cite-check petition.
12/09/13	P. Marks	C300	1.00	Direct staff re preparation and review same.
12/09/13	M. Grissler	L140	3.20	Proofread and cite-check petition.
12/09/13	T. Horch	L140	2.50	Prepare exhibits.
12/11/13	P. Marks	C300	1.40	Conference with consultants re accuracy and wording re specific issues and prepare language re same.
12/11/13	P. Marks	C300	2.40	Revise petition to address proofreading issues.
12/11/13	T. Horch	L140	2.00	Update chart with exhibits and their numbers; compile hard copies of exhibits.
12/12/13	T. Horch	L140	5.00	Review of petition footnotes and same exhibit references.
12/14/13	P. Marks	C300	4.10	Detailed review of petition footnotes and exhibits and incorporate information from consultants.
12/16/13	K. Bourdeau	C300	0.50	Conference with P. Marks, L. Duff, and H. Feichko.
12/16/13	P. Marks	C300	4.40	Direct staff and conduct review re exhibits for petition.
12/16/13	T. Horch	L140	5.00	Provide final copy of exhibits corresponding with petition.
12/17/13	P. Marks	C300	3.30	Check exhibits and review petition to address new FOIA information.
12/17/13	T. Horch	L140	0.40	Telephone calls with vendors to research cost for document production.
12/18/13	P. Marks	C300	0.70	Direct staff and review edits.
12/19/13	K. Bourdeau	C300	0.30	Communications with P. Marks.
12/20/13	K. Bourdeau	C300	0.50	Review portions of petition and provide comments to P. Marks re same.

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12/20/13	P. Marks	C300	2.90	Prepare petition, including work on exhibits and appendices and communications with K. Bourdeau re comments.
12/21/13	K. Bourdeau	C300	0.50	Communications with P. Marks re finalizing petition.
12/23/13	K. Bourdeau	C300	1.10	E-mail communications re petition.
12/24/13	P. Marks	C300	6.80	Prepare and evaluate Appendix A, prepare document and exhibits, and prepare talking points.
12/26/13	P. Marks	C300	3.00	Detailed checking of transcript pages for inclusion and assess and revise documents to address toxicity definition issue, and communications with K. Bourdeau re document revisions.
12/27/13	K. Bourdeau	C300	1.50	Finalize and transmit to P. Marks comments on Appendix to Petition.
12/27/13	P. Marks	C300	1.00	Telephone conference with L. Duff and K. Bourdeau re issues.
12/27/13	P. Marks	C300	0.70	Work with T. Horch re document completion tasks.
12/27/13	T. Horch	L140	3.50	Organize and prepare electronic versions of all exhibits, and meeting with P. Marks re same.
12/30/13	P. Marks	C300	2.50	Prepare revisions based on comments, incorporate recent documents obtained via FOIA, and direct T. Horch re revising exhibits.
12/30/13	T. Horch	L140	3.50	Update and organize exhibits and Appendices.
12/31/13	P. Marks	C300	2.80	Prepare Appendix A to reflect comments from client team and to provide a road map for response, insert parallel language into petition, make revisions suggested by R. Finke including markup and added exhibit preparation, and update exhibit list.

Total Hours : 99.50

Total Fees : \$43,889.50



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INVOICE # 158390

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
J. Cannon	4.00	\$750.00	\$3,000.00
K. Bourdeau	7.60	\$750.00	\$5,700.00
P. Marks	50.50	\$545.00	\$27,522.50
M. Grissler	13.00	\$205.00	\$2,665.00
T. Horch	24.40	\$205.00	\$5,002.00
Total Fees :			\$43,889.50
10% Discount :			(4,388.95)
Total Fees Due :			\$39,500.55

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	62.10	\$36,222.50
Total	62.10	\$36,222.50
L100		
L140	37.40	\$7,667.00
Total L100	37.40	\$7,667.00
Total Fees :		99.50 \$43,889.50
10% Discount :		(4,388.95)

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Total Fees Due : \$39,500.55

Summary by Disbursement Codes :

	Bill Amount
E101 Copying	\$30.00
Total Disbursements :	\$30.00

TOTAL DUE : \$39,530.55

# **EXHIBIT C**

**(Bankruptcy Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

January 29, 2014  
Client/Matter # 01246-012629  
Invoice # 158388  
Federal ID# 52-1247549

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For Legal Services Rendered Through 12/31/13 in Connection With:

Bankruptcy Fee Application  
100035

12/20/13 P. Marks L190 0.50 Prepare pleadings.

Total Hours : 0.50

Total Fees : \$272.50

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.50	\$545.00	\$272.50
Total Fees :			\$272.50
10% Discount :			(27.25)
Total Fees Due :			\$245.25

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L190	0.50	\$272.50
Total L100	0.50	\$272.50
Total Fees :		0.50 \$272.50
10% Discount :		(27.25)
Total Fees Due :		\$245.25

Summary by Disbursement Codes :

	Bill Amount
E101 Copying	\$38.00
E108 Postage	\$20.23

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Total Disbursements :	\$58.23
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TOTAL DUE :	\$303.48
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